

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : X
: :
: Chapter 11
DELPHI CORPORATION, et al., : :
: Case No. 05 - 44481 (RDD)
Debtors. : :
: (Jointly Administered)
: :
X

**AMENDED NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE
TRANSFER AN EQUITY INTEREST**

PLEASE TAKE NOTICE that State Street Bank and Trust Company ("State Street"), in its capacity as trustee of the State Street Bank and Trust Company Company Stock Funds for Employee Benefit Trusts, a collective trust, in which the Delphi Automotive Systems Savings Trust and the General Motors Savings Plans Trust own units on behalf of the Delphi Automotive Systems Corporation Savings-Stock Purchase Program for Salaried Employees, the Delphi Personal Savings Plan For Hourly Rate Employees, the General Motors Savings-Stock Purchase Program, the General Motors Personal Savings Plans and the General Motors Insurance Security Plan may be a Substantial Equityholder with respect to the common stock (the "Common Stock") of Delphi Corporation ("Delphi"), a debtor and debtor-in-possession in Case No. 05-44481 pending in the United States Bankruptcy Court for the Southern District of New York.

PLEASE TAKE FURTHER NOTICE THAT, on October 13, 2005, State Street filed a Notice of Status as a Substantial Equityholder with the United States Bankruptcy Court for the Southern District of New York (the "Court") and served copies thereof on the Debtors and the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE THAT State Street currently holds legal title to (but holds no equitable interest in) 24,370,940 of the Common Stock of Delphi.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, State Street proposes to sell, trade, or otherwise transfer 24,370,940 shares of Common Stock. If the Proposed Transfer is permitted to occur, State Street will no longer own any shares of Common Stock.

PLEASE TAKE FURTHER NOTICE THAT the taxpayer identification number of State Street is 04-3521912.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, State Street hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities, (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities, And (C) Allowing A Hearing On The Prospective Application Thereof (the "Order"), this Notice is being (A) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (B) served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese.

PLEASE TAKE FURTHER NOTICE that the Debtors have 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer may not be effective unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in the Notice.

PLEASE TAKE FURTHER NOTICE that this Notice and State Street's Notice of Status as a Substantial Equityholder are each and both filed under a reservation of all rights, and neither Notice is an admission that State Street is a "Substantial Equityholder" subject to the Order.

Respectfully submitted,

State Street Bank and Trust Company in its capacity as trustee of the State Street Bank and Trust Company Stock Funds, a collective trust

By: Denise Sisk
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Date: 10-13-05